
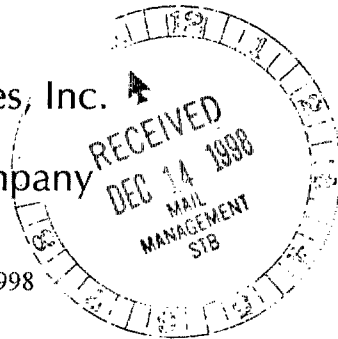


DJJ Transportation Services, Inc. 

a subsidiary of

The David J. Joseph Company

December 8, 1998



RECORDATION NO. 21874 FILED

DEC 14 '98

2-47 PM

DEC 14 2 47 PM '98

RECEIVED
TRANSPORTATION
SURFACE BOARD

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease dated November 12, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: TXI Operations, L.P.
1341 West Mockingbird Lane
Dallas, TX 75247

Please see the Exhibit A attached hereto, for the Equipment involved in this transaction.

Please file this agreement as a primary document. The fee of \$26.00 is included in the check number 450960.

Sincerely,

THE DAVID J. JOSEPH COMPANY

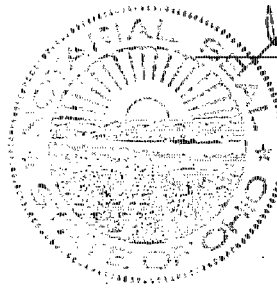


Shelley B. Bacon
Contract Assistant

Enclosure

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

DEC 14 '98

2-47PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12th day of November, 1998, is intended to evidence the lease dated as of November 12, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **TXI OPERATIONS, L.P.**, a limited partnership ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty-five (45) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ TRANSPORTATION SERVICES, INC.**TXI OPERATIONS, L.P.**By: Paul E. LoebigBy: Mel G. BrekusName: Paul E. LoebigName: MEL G. BREKUSTitle: Vice PresidentTitle: EXECUTIVE VICE PRESIDENTDate: November 12, 1998Date: DECEMBER 2, 1998

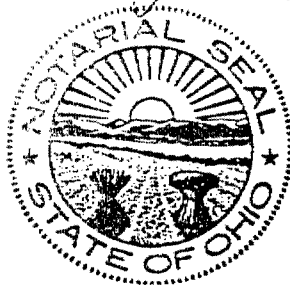
STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 12th day of November, 1998, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS:

The foregoing instrument was acknowledged before me this 2ND day of ~~November~~ DECEMBER, 1998, by MEL G. BREKHUS, the EXECUTIVE VICE PRESIDENT of TXI Operations, L.P., a limited partnership, on behalf of the partnership.

Gwynn E. Herrick
Notary Public

My Commission expires:

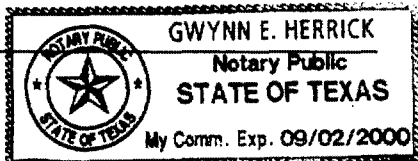


EXHIBIT A

To the Memorandum of Lease dated November 12, 1998, between DJJ Transportation Services, Inc. and TXI Operations, L.P.

DESCRIPTION OF UNITS

Forty-five (45) railcars bearing reporting marks as follows:

DJTX 51100-51144, inclusive